Australia: Representative Transactions

Transactions by the Dorsey & Whitney Australia practice group (2005 onwards)

M&A Transactions
- Advised Pfizer Inc. on the purchase of Catapult Genetics.
- Advised Bolsini Gold NL and Palmarejo on their sale to Coeur D’Alene Mines Corporation.
- Advised Sino Gold Mining Limited on its stock-for-stock acquisition of Golden China Resources Corporation valued at CAN$100 million (including debt assumed).
- Advised Sino Gold Mining Limited on its US$90 million acquisition of an exploration license covering a gold deposit in China.
- Advised Ammtec Ltd. on its acquisition of Purity Systems Inc.
- Advised Business Resource Services Inc. on its takeover by Westpac Banking Corporation.
- Advised Robert Bosch on its acquisition of Pacifica Group Ltd.
- Advised Shed Productions Limited on its acquisition of Screentime Partners Limited.
- Advised Coltivare on its sale to Global Ethanol.
- Advised Hunt Technologies Inc. on its takeover by the Bayard Group.
- Advised IAMGOLD Corporation on its acquisition of Gallery Gold Limited.
- Advised Wall Street Associates Limited and its Hong Kong affiliate on its sale to Talentz International Limited.
- Advised Absalus Inc. on its takeover by Evogenix.

Representative transactions of Australia team lawyers prior to joining Dorsey & Whitney (1993 – 2004)

Rule 144A Equity Offerings
- Advised Bradken on its A$245 million initial public offering ("IPO") on the Australian Stock Exchange ("ASX") and US private placement.
- Advised Deutsche Bank, Citigroup and UBS Warburg on Zinifex’s IPO on the ASX and US private placement.
- Advised Promina Group and Royal & SunAlliance on Promina Group’s A$1.9 billion IPO on the ASX and US private placement.
- Advised Deutsche Bank and UBS on the A$500 million private placement of ordinary shares by Insurance Australia Group.
- Advised Qantas Airways on the A$720 million private placement and entitlement offer of its ordinary shares.
- Advised Macquarie Bank and UBS on the A$1.7 billion private placement and entitlement offer of stapled securities of Macquarie Infrastructure Group.
- Advised Macquarie Equities and JPMorgan on the A$500 million private placement of ordinary shares by Macquarie Bank.
- Advised JBWere and ABN AMRO Rothschild on the A$525 million private placement of distribution entitled securities by Australian Magnesium Corporation.
- Advised Citigroup, Merrill Lynch and JBWere on the A$550 million private placement of ordinary shares by Suncorp-Metway.
• Advised UBS and JBWere on the A$836 million private placement and entitlement offer of ordinary shares by Amcor.
• Advised Merrill Lynch on the A$338 million private placement of ordinary shares by MIM.
• Advised UBS on the A$66 million private placement of ordinary shares by OneSteel.
• Advised Fletcher Building on the NZ$123 million private placement of its ordinary shares.
• Advised Deutsche Bank and UBS on the A$125 million private placement of ordinary shares by PaperlinX.
• Advised Deutsche Bank, Citigroup and JBWere on the A$350 million IPO on the ASX and US private placement by Uecomm.
• Advised Frucor on its NZ$94 million IPO on the ASX and US private placement.
• Advised ABN AMRO Rothschild and Citigroup on the A$59 million IPO on the ASX and US private placement by Commander Communications.
• Advised Citigroup and JPMorgan on the A$60 million IPO on the ASX and US private placement by IBA Technologies Limited.
• Advised Merrill Lynch, Credit Suisse First Boston and Macquarie Bank on the A$334 million IPO on the ASX and US private placement by Austereo.
• Advised Credit Suisse First Boston and Deutsche Bank on the NZ$350 million IPO on the ASX and US private placement by Tower.
• Advised Citigroup on the A$129 million IPO on the ASX and US private placement by Programmed Maintenance Services.
• Advised Citigroup and JBWere on the A$182 million private placement of ordinary shares by Toll Holdings.
• Advised UBS and ABN AMRO Rothschild on the A$91 million private placement of ordinary shares by Oil Search.
• Advised Deutsche Bank on the NZ$104 million private placement of ordinary shares of UnitedNetworks by its major shareholder.
• Advised Citigroup on the A$30 million private placement of ordinary shares by Ramsay Health Care.
• Advised Morgan Stanley on the A$197 million private placement of ordinary shares by Mayne Nickless.
• Advised Citigroup on the A$102 million private placement of ordinary shares by Sonic Healthcare.
• Advised Merrill Lynch and UBS on the A$360 million private placement of ordinary shares by CSL Limited.
• Advised ABN AMRO Rothschild on the A$87.5 million private placement of ordinary shares by SecureNet.
• Advised Merrill Lynch on the private placement of ordinary shares by Novus Petroleum.

Regulation S Equity Offerings
• Advised Oil Search on the sale of two of its subsidiaries to Durban Roodepoort Deep, an SEC registered company, and the issuance of shares in Durban Roodepoort Deep to Oil Search in compliance with Regulation S under the US Securities Act.

US Registered Debt Offerings
• Advised Citigroup and JPMorgan on the sale of US$850 million of BHP Billiton’s 4.80% Senior Notes due 2013 in an SEC-registered offering.
• Advised Jupiters Limited on its US$135 million 8.5% Senior Notes due 2006 follow-on SEC-registered exchange offer.
• Advised Western Mining on its US registered debt offering.
• Advised CRA (prior to merger with RTZ) on its US registered debt offering.
• Advised BHP (prior to merger with Billiton) on its US registered debt offering.
• Advised Treasury Corporation of Victoria on its US registered Schedule B debt offering.
• Advised Queensland Treasury Corporation on its US registered Schedule B debt offering.
**Rule 144A Debt Offerings**
- Advised Suncorp Metway on its US$250 million Rule 144A bond offering led by JP Morgan.
- Advised JP Morgan and Citigroup on the US$500 million Rule 144A bond offering by Foster’s.
- Advised Deutsche Bank and Macquarie Bank on the US$130 million placement of 5% Convertible Subordinated Bonds due 2006 and A$159 million placement of ordinary shares by Aristocrat Leisure.
- Advised Crane Group on its US$70 million private placement of notes.
- Advised ABN AMRO on the US$44 million private placement of Fixed Interest Rate Interest Only Converting to Escalating Annuity Bonds by JEM US Bonds (No. 1) Pty Limited.
- Advised Merrill Lynch and Chase Securities Inc. on the US$500 million private placement of 8% Notes due 2010 by Cable & Wireless Optus.
- Advised Citigroup on the A$250 million private placement by ERG Limited of convertible notes.
- Advised CSR on its Rule 144A debt offering.

**American Depositary Receipt Programs**
- Advised Virotec International on the establishment of its Level 2 American Depositary Receipt program.

**Rights Offerings**
- Advised Goldman Sachs JBWere and Macquarie Bank as underwriters of an A$190 million rights offering by Oxiana Limited.
- Advised Deutsche Bank on the A$145 million renounceable rights issue by BRL Hardy and related underwritten offer of “shortfall” shares.

**Corporate Advisory**
- Advised Oil Search on preliminary legal and structuring issues in connection with the Papua New Guinea to Queensland Pipeline and related infrastructure.
- Advised JBWere on the US regulatory requirements (SEC, NASD and NYSE) for its sale of a 45% interest in itself to Goldman Sachs.
- Advised Australian Stock Exchange on establishing Australian Stock Exchange World Link, which enables Australian investors to trade, shares listed on NASDAQ and NYSE.
- Advised Illion Technology on US securities and Delaware corporate law matters in connection with its conversion from a New Zealand company (formerly Pacific Lithium) into a Delaware corporation and its proposed IPO in the United States and listing on NASDAQ.
- Advised UCMS on US securities and Delaware corporate law matters in connection with its conversion into a Delaware corporation and its proposed listing on the ASX.
- Advised Vapotronics on its restructuring as a Delaware corporation.
- Advised Pacific Lithium on its proposed acquisition of a US public company.
- Advised Chip Application Technologies Limited on its restructuring as a Delaware corporation (Catuity Inc.) listed on the ASX.
- Advised Microsoft Business Solutions on the purchase of certain assets of Professional Advantage Pvt. Ltd.
- Advised Broken Hill Proprietary Company Ltd. on the sale of two of its business units to a Mexican company.
• Advised **BHP Coated Steel International** on the establishment of a joint venture with Nucor Corp., a US company, and IHI, a Japanese company.

• Advised **Hancock Prospecting** on its A$2.1 billion Hope Downs Iron Ore Project.

• Advised **Lend Lease** on its proposed bid for GPT.

• Advised **National Australia Bank** on establishing its 3(a)(2) deposit note program and Euro MTN program.

• Advised **Goldman Sachs JBWere** on compliance with US broker dealer laws.

• Advised **Deutsche Bank Australia** on US issues in connection with its derivative programs and derivatives trading.

**M&A Transactions**

• Advised **Foster’s** on its US$1.5 billion acquisition of California-based **Beringer Wine Estates** as well as the related A$700 million equity funding and US$400 million debt funding.

• Advised **Deutsche Bank** as financial advisor to **AngloGold** on its A$3.2 billion take-over bid for **Normandy Mining**.

• Advised **Babcock & Brown** and **Life Settlements Corp.** on the sale of Life Receivables LLP, a US company, to Davycrest Limited, an Irish company.

• Advised **Allied Gold Ltd.** on its acquisition of Nord Pacific Ltd., a US company.

• Advised a Canadian corporation on its acquisition of **St. Barbara Mines Ltd.**

• Advised **AMP** on its takeover of Henderson Group, an English company (then called HHG).

• Advised **The Valspar Corp.**, a US company, on its acquisition of Anzol Pvt. Ltd.